

APPENDIX 43

WYCKOFF HEIGHTS MEDICAL CENTER

BOARD OF TRUSTEES MEETING

MINUTES

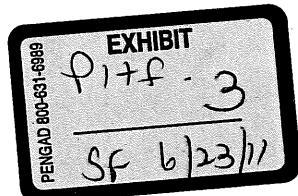
MINUTES of a Board of Trustees Meeting held on Thursday, October 5, 2006 at 4 p.m. in the 5th Floor Executive Board Room.

PRESENT

Frederick T. Haller, Esq.
Vincent Arcuri
Larry Berger
Adam Figueroa
John D. Rucigay, Esq.
Herman Hochberg
Fred T. Haller, III, Esq.
Victoria Cook, Esq.
Harold McDonald
Hal McNeil
Edmondo Modica, M.D.
A.C. Rao, M.D.
Dominick J. Gio
Andrew Boisselle

ABSENT/EXCUSED

Emil Rucigay, Esq. (E)
Vito J. D'Alessandro, M.D. (E)
Emilio Carrillo, M.D.(E)
Gladys Rodriguez (E)
Hon. Edolphus Towns (E)
John Cook, Jr., Esq. (E)



ADMINISTRATIVE STAFF:

Nimal Mattoo, M.D. - Sr. V.P. Medical Affairs/Medical Director
Karen Carey - Vice President-Regulatory Services
William F. Green - Vice President – V.P. Government Relations
David N. Hoffman, Esq. -- General Counsel

Mr. Haller called the meeting to order at 4 p.m.

APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING:

ON A MOTION PROPERLY MADE BY MR. ARCURI, SECONDED BY DR. MODICA, ALL IN FAVOR, THE MINUTES OF THE PREVIOUS MEETING OF SEPTEMBER 14, 2006 WERE APPROVED BY THE BOARD OF TRUSTEES.

Page 3

REPORT OF THE PRESIDENT AND CEO:

Mr. Gio advised the Board of Trustees that he, along with Mr. McDonald, Mr. Hoffman, Mr. McNeil, Dr. Mattoo and others attended a full meeting of the State Health Planning Committee earlier today. He announced that after much discussion between committee members, our project was unanimously approved with one abstention. It will now move on to the Establishment Committee which will be in Albany on October 24th. Once that is done the next step will be the full Public Health Council on November 10th. After that, we will be ready to set a closing date, the last week of December and take over operations January 1, 2007.

Mr. Gio reported that the Executive Committee met prior to this meeting and voted on the following three issues:

1. A resolution authorizing Wyckoff Heights Medical Center to loan up to \$10 million to Caritas for start-up operations. He explained that we are now in the process of purchasing equipment for the revenue cycle, preparing the building where all of the general accounting and purchasing employees will be moving. In addition this will serve to compensate the lawyers' fees and accounting fees that were run up. He assured the Board Members that this is purely a loan and will be tracked by Mr. McNeil and all purchase requisitions as it relates to Caritas are being identified and held on the side.

Mr. Gio stated that the Executive Committee approved the resolution.

2. Mr. Gio stated that he presented a Compensation Package to the Committee for approval outlining the compensation for the corporate officers of Brooklyn, Queens Health Care. The new compensation structure will become effective upon the closing of the SVCMC asset purchase. Mr. Gio stated that the compensation package was approved by the Executive Committee.

3. Mr. Gio advised the Board Member that a proposal to have Caritas assume his employment contract for the remaining seven years of his contract. Except for the agreed compensation as outlined in the compensation package, all other terms and conditions will remain unaltered.

Mr. Gio stated that the Executive Committee approved that the remaining seven years of the employment contract will be assumed by BQHC.

Mr. Gio advised the Board Members that things are moving rapidly toward a complete conversion to an automated order entry system with Meditech. Registration is up and operational, the Medical Staff have their committee and are beginning to create a dictionary for the establishment of the medical order entry note. Nurses' order entry